



THOMAS D. MARION
TREASURER

RECORDATION NO. 20404-A FILED

MAY 21 '97

2-33 PM

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

VIA FEDERAL EXPRESS

May 20, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No 1,
dated as of May 14, 1997, a secondary document
supplementing the Manufacturing Agreement
dated as of December 5, 1996

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Gunderson Inc. (Manufacturer)
4350 Northwest Front Avenue
Portland, OR 97210

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
73', 100-ton centerbeam cars	FC	200	TTZX	856500-856699

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Mr. Vernon A. Williams
Page Two

Enclosed is our check in the amount of \$24 00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- 1) Manufacturing Agreement dated December 5, 1996, recorded on December 16, 1996, recordation number 20404.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 200 73' 100-ton centerbeam cars numbered 856500-856699."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mkh
Enclosures
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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

Surface Transportation Board
Washington, D.C., 20423-0001

5/21/97

Thomas D. Marion
TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

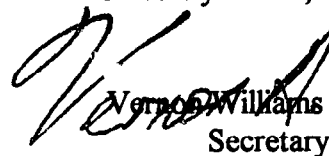
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 5/21/97 at, 2:33PM and


assigned recordation number(s). 20404-A.

Sincerely Yours,


Vernon Williams
Secretary

Enclosed (s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature: 

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of May 14, 1997, RECORDED NO. 20407-A
between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company"). FILED

MAY 21 '97

2-33 PM

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 5, 1996, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11303 (a) on December 16, 1996, at 3:50 pm, recordation number 20404, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

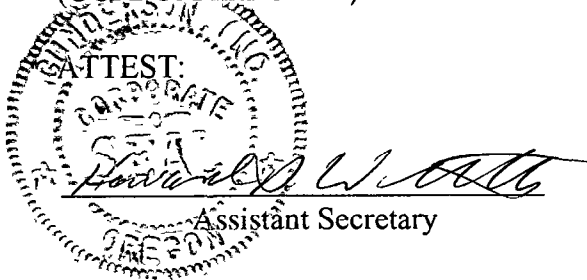
The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON, INC.

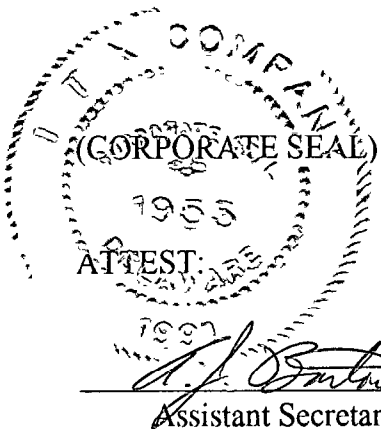
By: *D. J. Ballo*
Vice President

(CORPORATE SEAL)



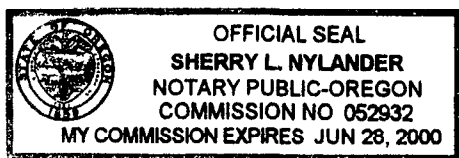
TTX COMPANY

By: *Thomas D. Maron*
Treasurer



STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 16 day of May, 1997, before me personally appeared S. L. Ballo
to me personally known, who, being by me duly sworn, says
that he is a Vice President of Gunderson Inc.; that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of its Board of Directors and they
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.



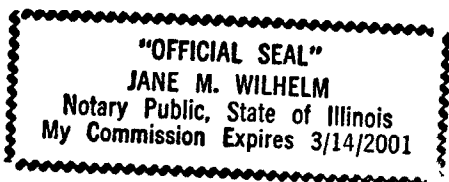
(NOTARIAL SEAL)

My Commission Expires:

Sherry L. Nylander
Notary Public

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 15th day of May, 1997, before me personally appeared T. D. Marion, to me
personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company;
that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation;
that said instrument was signed and sealed on behalf of said corporation by authority of its
Board of Directors and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.



(NOTARIAL SEAL)

My Commission expires:

Jane M. Wilhelm
Notary Public

ANNEX A TO MANUFACTURING AGREEMENT SUPPLEMENT NO 1

GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car Numbers (Include)	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	200	856500 - 856699			June-July '97	T-5096-F

ITEM 2: December 31, 1997

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue
Portland, OR 97210

* 73'. 110 - ton center beam cars designed for 286,000 lb. gross rail load TTX Specification No. 68-43-011586 revised April 12, 1996 and Supplementary Specification No 68-109-940701 issued July 1, 1994, revised April 12, 1996. Gunderson Specification No. 20120B issued October 14, 1996.